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University of Alberta
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2003
Annual Report

KANE
BIOTECH

Company Profile

Kane Biotech Inc. uses a patent protected technology based on molecular mechanisms of biofilm formation and methods for finding compounds that inhibit or disrupt biofilms. Kane Biotech has evidence that this technology has potential to significantly improve the ability to prevent and/or destroy biofilms in several medical and industrial applications.

An estimated 65% of all human infections involve biofilms. Biofilms are microbial populations in a self-produced matrix able to withstand high temperatures, host immune responses and antibiotics. Industry recognizes that anti-infective products are relatively ineffective against bacterial biofilms and that there is an immediate need for safe and effective products that combat biofilms. Kane Biotech is dedicated to developing solutions to biofilms in the healthcare and industrial environments.

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President's Message

It has been an eventful 2003 for Kane Biotech. During the past 12 months, the Company has made significant progress on many fronts. As we continue the execution of our business strategy, the value of our technology, and our company continues to increase.

From a business standpoint, the most significant event for us over the past year was becoming a public company on the TSX Venture Exchange. This took place in September, when Kane Biotech merged with Vinson Biotech Inc., a capital pool company. In addition to joining the Exchange, the amalgamation solidified the Company's cash position, a significant challenge for early stage biotech companies.

Of particular significance from a research and development perspective, the Company was able to supplement its intellectual property position by expanding its licensing agreement with the University of North Texas Health Science Center. The result was the addition of three granted U.S. patents and several patents pending to Kane Biotech's growing list of scientific assets. The Company's intellectual property portfolio now exceeds 10 U.S. patents, patents pending and provisional patents, as well as corresponding international applications.

The general public's awareness of biofilms, and the threat they pose, may be limited, but the impact on society is clear. Over 65% of all human infections involve biofilms. They cause problems in human health and in industry, and they are extremely difficult to eliminate. The overall cost to industry, cities and hospitals is estimated at a staggering \$500 billion per year. Thus, the potential value of a product capable of dispersing and/or preventing biofilm formation is quite evident, and the Company is fortunate to be teamed with Dr. Tony Romeo, a well recognized expert in biofilms, to develop such a product. Along with his value in an advisory capacity, this relationship has given Kane Biotech access to over 60 genes involved in biofilm formation.

The coming year holds considerable promise for Kane Biotech. The Company expects to select, and further develop, a lead compound from its list of promising candidates. It further expects to make progress on numerous other research fronts, ultimately taking us closer to our goal of commercializing products that can safely and effectively prevent and disperse biofilms. We are grateful for the ongoing dedication and commitment of our employees, the support of shareholders and the leadership of our board of directors. We believe we can realize our promise with your continued support.



Marcus Enns
President

Management's Discussion and Analysis

The following discussion and analysis should be read in conjunction with the audited financial statements and related notes included herein that are prepared in accordance with Canadian generally accepted accounting principles. All amounts are expressed in Canadian Dollars unless otherwise noted. Annual references are to the Company's fiscal years, which end on December 31.

Overview

Kane Biotech Inc. (the "Company") uses a patent protected technology based on molecular mechanisms of biofilm formation and methods for finding compounds that inhibit or disrupt biofilms.

An estimated 65% of all human infections involve biofilms. Biofilms are microbial populations in a self-produced matrix able to withstand high temperatures, host immune responses and antibiotics. Industry recognizes that anti-infective products are relatively ineffective against bacterial biofilms and that there is an immediate need for safe and effective products that combat biofilms. The Company is dedicated to developing solutions to biofilms in the healthcare and industrial environments.

Discussion of Operations and Financial Condition

The Company has been a research and development company since inception. Due to expenditures related to its research and development, the Company anticipates that losses will continue at least until the Company's first product is commercialized. As a result of a reverse take over on September 24, 2003 by Vinson Biotech Inc. and subsequent amalgamation, the Company changed its fiscal year end to December 31 from November 30, and therefore had a thirteen-month reporting period in fiscal 2003. During the thirteen-month reporting period from December 1, 2002 to December 31, 2003, the Company had a net loss of \$405,542 as compared to a net loss of \$270,651 for fiscal year end November 30, 2002.

RESEARCH AND DEVELOPMENT EXPENSES

Research and development expenditures include costs associated with the Company's research program including salaries and research staff. The Company is in the development stage and devoted a significant portion of its financial resources to research activities. Research salaries increased to \$138,573 in fiscal 2003, from \$62,582 the previous year, as a result of scale-up and increased staffing levels. Program scale-up further contributed to an increase in research expenses to \$67,543 in fiscal 2003 from \$45,817 in fiscal 2002. The Company received refundable SR&ED Tax Credits of \$38,541 during the 2003 fiscal period.

GENERAL AND ADMINISTRATIVE EXPENSES

General and administrative expenses include those costs not directly related to research activities. This includes expenses associated with management services, and professional fees such as legal, audit and investor and public relations activities. General and administrative expenses increased to \$296,174 in fiscal 2003, from \$177,138 the previous year. This increase can be contributed to an increase in consulting fees, professional fees and stock option compensation expenses.

REVENUE

The Company earned \$19,752 in interest revenue on cash held during fiscal 2003, compared to \$15,364 in fiscal 2002, due mostly to the thirteen-month reporting period. Furthermore, the Company received government assistance of \$56,888, an increase from \$3,601 in fiscal 2002. This was the result of a \$15,000 provincial government grant, and Industrial Research Assistance Program grant income of \$41,888, compared to \$3,601 in the previous year.

RESULTS

The results of operation in fiscal 2003 were in line with management's expectations. The loss of \$405,542 recorded by the Company in fiscal 2003 amounted to a loss of \$0.05 per share, an increase from \$0.04 in fiscal 2002. The Company expects to incur a loss in 2004 as it continues its research and development program.

Liquidity and Solvency

On September 24, 2003, Vinson Biotech Inc., a Capital Pool Company, acquired all of the issued and outstanding common shares of Kane Biotech Inc. in exchange for issuance of 7,500,000 common shares of Vinson Biotech Inc. The transaction is more fully described in Note 1 to the Financial Statements. As at December 31, 2003, the Company had working capital of \$809,819, which management believes is sufficient to enable the Company to meet all ongoing obligations as they occur.

Outlook

Kane Biotech Inc. expects to continue incurring losses as it further expands its research and development program. The Company's focus is on developing and commercializing products that inhibit or disrupt biofilms. The Company may consider raising additional capital within the next year to fund operations during the long term.

Risks and Uncertainty

The Company's products and technology are currently in the research stage. The Company does not, and may never have, a commercially viable product approved for marketing. To date, the Company has not generated any revenue from sales. The timing of revenue generation is uncertain. The Company's financial condition will depend on its ability to obtain additional funding through the capital markets, which may not be available under favourable terms, or at all.

Other potential risk factors facing the Company include: the performance of key personnel, competition from other companies, and the ability to gain patent protection and gain regulatory approvals.

AUDITORS' REPORT

To the Shareholders of Kane Biotech Inc. (formerly Vinson Biotech Inc.)

We have audited the balance sheets of Kane Biotech Inc. (formerly Vinson Biotech Inc.) as at December 31, 2003 and November 30, 2002 and the statements of operations and deficit and cash flows for the thirteen months ended December 31, 2003 and the year ended November 30 2002. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the company as at December 31, 2003 and November 30, 2002 and the results of its operations and its cash flows for the thirteen months ended December 31, 2003 and the year ended November 30, 2002 in accordance with Canadian generally accepted accounting principles.

Signed "KPMG LLP"

Chartered Accountants

Winnipeg, Canada
March 9, 2004

KANE BIOTECH INC.

(FORMERLY VINSON BIOTECH INC.)

Balance Sheets

December 31, 2003 and November 30, 2002

| | 2003 | 2002 |
|--|--------------|------------|
| Assets | | |
| Current assets: | | |
| Cash | \$ 824,429 | \$ 517,246 |
| Goods and services tax receivable | 23,219 | 10,429 |
| Accounts receivable | - | 3,601 |
| Interest receivable | - | 13,964 |
| Prepaid expenses | 19,195 | 5,800 |
| | 866,843 | 551,040 |
| Property and equipment (note 4) | 70,138 | 75,865 |
| Patents, net of accumulated amortization of \$123 (2002 - nil) | 75,317 | 12,805 |
| | \$ 1,012,298 | \$ 639,710 |
| Liabilities and Shareholders' Equity | | |
| Current liabilities: | | |
| Accounts payable and accrued liabilities | \$ 57,024 | \$ 28,226 |
| Shareholders' equity: | | |
| Capital stock (note 5) | 1,613,330 | 885,856 |
| Contributed surplus | 21,858 | - |
| Deficit | (679,914) | (274,372) |
| | 955,274 | 611,484 |
| | \$ 1,012,298 | \$ 639,710 |

See accompanying notes to financial statements.

On behalf of the Board:

Albert Frewen Director

John T. - Director

KANE BIOTECH INC.
(FORMERLY VINSON BIOTECH INC.)

Statements of Operations and Deficit

Thirteen months ended December 31, 2003 and year ended November 30, 2002

| | 2003 | 2002 |
|--|--------------|--------------|
| Revenue: | | |
| Interest | \$ 19,752 | \$ 15,364 |
| Government assistance | 56,888 | 3,601 |
| | 76,640 | 18,965 |
| Expenses: | | |
| Amortization | 18,433 | 4,079 |
| General and administration (note 7) | 296,174 | 177,138 |
| Research | 67,543 | 45,817 |
| Research salaries | 138,573 | 62,582 |
| Research and development investment tax credit | (38,541) | - |
| | 482,182 | 289,616 |
| Loss for the period | (405,542) | (270,651) |
| Deficit, beginning of period | (274,372) | (3,721) |
| Deficit, end of period | \$ (679,914) | \$ (274,372) |
| Basic and diluted loss per share | \$ (0.05) | \$ (0.04) |

See accompanying notes to financial statements.

KANE BIOTECH INC.
 (FORMERLY VINSON BIOTECH INC.)

Statements of Cash Flows

Thirteen months ended December 31, 2003 and year ended November 30, 2002

| | 2003 | 2002 |
|---|--------------|--------------|
| Cash provided by (used in): | | |
| Operating activities: | | |
| Loss for the period | \$ (405,542) | \$ (270,651) |
| Items not involving cash: | | |
| Amortization of property and equipment | 18,310 | 4,079 |
| Amortization of patents | 123 | - |
| Non-cash compensation recognized from stock options | 21,858 | - |
| Change in the following: | | |
| Goods and services tax receivable | (12,790) | (10,429) |
| Accounts receivable | 14,867 | (2,919) |
| Interest receivable | 13,964 | (13,964) |
| Prepaid expenses | (13,395) | (5,800) |
| Accounts payable and accrued liabilities | (42,267) | 24,283 |
| | (404,872) | (275,401) |
| Financing activities: | | |
| Issuance of common shares, net of share issue costs | - | 885,306 |
| Investing activities: | | |
| Acquisition of property and equipment | (12,583) | (79,944) |
| Patents | (62,635) | (12,805) |
| Cash acquired on acquisition (note 1) | 787,273 | - |
| | 712,055 | (92,749) |
| Increase in cash | 307,183 | 517,156 |
| Cash, beginning of period | 517,246 | 90 |
| Cash, end of period | \$ 824,429 | \$ 517,246 |
| Supplementary information: | | |
| Non-cash transactions: | | |
| Value assigned to shares issued as consideration for acquisition of Kane, net of cash acquired of \$787,273 | \$ (59,799) | - |

See accompanying notes to financial statements.

KANE BIOTECH INC. (FORMERLY VINSON BIOTECH INC.)

Notes to Financial Statements

Thirteen months ended December 31, 2003 and year ended November 30, 2002

1. Basis of presentation and reverse takeover transaction:

Vinson Biotech Inc. ("Vinson") was incorporated under the *Canada Business Corporations Act* on January 29, 2003 and its initial business purpose was to raise funds by prospectus sufficient to complete a major transaction as contemplated by Rule 44.501 of the Manitoba Securities Commission. On September 24, 2003, Vinson acquired all of the issued and outstanding common shares of Kane Biotech Inc. ("Kane"), a private biotechnology company established to use a patent protected technology intended to find compounds which prevent or disrupt biofilms in medical and industrial applications, in consideration for the issuance of 7,500,000 common shares of Vinson.

Legally, Vinson was the parent of Kane. However, as a result of the share exchange, control of Vinson passed to the former shareholders of Kane. For accounting purposes, this type of transaction is referred to as a "reverse takeover" in which Kane is deemed to be the acquirer, and since Vinson did not have substantive business operations prior to the completion of the major transaction, the transaction is accounted for as a capital transaction. Consequently, the balance sheet at the transaction date was based on the accounts of Kane at their historical net book value, and the accounts of Vinson were valued at their carrying amount.

The comparative figures presented are those of the financial statements of Kane as at and for the year ended November 30, 2002, which was its last fiscal year reported prior to the reverse takeover. The current period financial statements includes the operations of Kane commencing December 1, 2002 combined with the activities of Vinson beginning on September 24, 2003, the effective date of the reverse takeover.

The deemed purchase price of Vinson by Kane of \$727,474 was the book value of Vinson as at September 24, 2003 as the fair values of Vinson's assets and liabilities were considered to approximate their carrying values. The purchase price was allocated to Vinson's identifiable net assets as follows:

| | | |
|--|-----------|-----------|
| Net working capital, including cash of | \$787,273 | \$727,474 |
|--|-----------|-----------|

On October 9, 2003, Vinson and Kane were amalgamated, with the company continuing as Kane Biotech Inc. (the "company").

2. Development stage enterprise and continuing operations:

The company was established to use a patent protected technology intended to find compounds which prevent or disrupt biofilms in medical and industrial applications. To date, the company has no products currently in commercial production or use. Accordingly, the company is considered to be a development stage enterprise for accounting purposes. Since May 17, 2001, the date of incorporation of Kane Biotech Inc., through to December 31, 2003, the company has expended approximately \$215,485, net of government assistance, on research.

Notes to Financial Statements (continued)

2. Development stage enterprise and continuing operations (continued)

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles on a going concern basis which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future. The company has experienced operating losses and cash outflows from operations since incorporation of Vinson and Kane.

The company's ability to continue as a going concern is dependent on its ability to obtain sufficient funds to conduct its research and development, and to successfully commercialize its products. The outcome of these matters cannot be predicted at this time. These financial statements do not reflect adjustments to the carrying values on the assets and liabilities which may be required should the company be unable to continue as a going concern.

3. Significant accounting policies:

(a) Cash and cash equivalents:

Cash and cash equivalents include cash on hand and balances with banks as well as highly liquid short-term investments. The company considers all highly liquid short-term investments with terms to maturity when acquired of three months or less to be cash equivalents.

(b) Property and equipment:

Property and equipment are stated at cost, net of government assistance. Amortization is recorded over the estimated useful lives of the assets at the following rates:

| Asset | Basis | Rate |
|------------------------|---------------------|---------|
| Leasehold improvements | Straight-line | 5 years |
| Computer equipment | Diminishing balance | 30% |
| Office equipment | Diminishing balance | 20% |
| Scientific equipment | Diminishing balance | 20% |

(c) Patents:

Costs incurred in obtaining patents are capitalized and amortized on a straight-line basis over the legal life of the respective patents, being approximately twenty years, or its economic life, if shorter. The cost of servicing the company's patents is expensed as incurred. The company commenced amortization of patent costs during fiscal 2003 for those patent applications approved in the year.

Notes to Financial Statements(continued)

3. Significant accounting policies (continued):

(d) Stock option plan:

The company has adopted the new Canadian standards for the treatment of stock-based compensation and other stock-based payments. Accordingly, the company uses the fair value based method to account for all stock-based compensation and other stock-based payments. The fair value is estimated at measurement date using the Black-Scholes option pricing model. For all options granted to directors, management, employees, management company employees and consultants under the company's stock option plan, compensation expense is recognized over the period(s) in which the related services were rendered. This recommendation was adopted effective December 1, 2002 and is applied to awards granted on or after the date of adoption. Had the company restated prior periods, pro forma net income for those periods would be unchanged.

(e) Government assistance and investment tax credits:

Government assistance toward current expenses is recorded as a reduction against the related expenses in the period they are incurred. Government assistance towards capital assets is deducted from the cost of the related capital asset. Investment tax credits for scientific research and development expenditures are recorded in the period that the credit has been approved by Canada Revenue Agency.

(f) Research and development:

All costs of research activities are expensed in the period in which they are incurred. Development costs are charged as an expense in the period incurred unless the company believes a development project meets stringent criteria for deferral and amortization. No development costs have been deferred to date.

(g) Income taxes:

The company uses the asset and liability method to provide for income taxes in the financial statements. Under the asset and liability method, future tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Future tax assets and liabilities are measured using enacted or substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on future tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the date of enactment or substantive enactment. When realization of future income tax assets does not meet the more likely than not criterion then a valuation allowance is provided for the difference.

Notes to Financial Statements (continued)

3. Significant accounting policies (continued):

(h) Per share amounts:

Per share amounts are computed using the weighted average number of shares outstanding during the period including contingently issuable shares where the contingency has been resolved. For periods prior to the reverse takeover on September 24, 2003, the company is considered to have had 7,500,000 common shares outstanding equal to the number of shares issued by Vinson to Kane's shareholders on the transaction. The diluted per share amounts are calculated based on the weighted average number of common shares outstanding during the period, plus the effect of dilutive common share equivalents such as options and warrants. This method requires that diluted per share amounts be calculated using the treasury stock method, as if all the common share equivalents where the average market price for the period exceeds the exercise price had been exercised at the beginning of the reporting period, or at the date of issue, if later, as the case may be, and that the funds obtained thereby were used to purchase common shares of the company at the average trading price of the common shares during the period.

(i) Foreign currency translation:

Monetary assets and liabilities denominated in foreign currencies are translated at the prevailing rates of exchange at the balance sheet date. Revenue and expenses are translated at the exchange rates prevailing on the transaction date. Realized and unrealized exchange gains and losses are included in earnings.

(j) Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. Actual results could differ from those estimates.

4. Property and equipment:

| 2003 | Cost | Accumulated amortization | Net book value |
|------------------------|-----------|--------------------------|----------------|
| Leasehold improvements | \$ 30,992 | \$ 8,225 | \$ 22,767 |
| Computer equipment | 3,260 | 1,108 | 2,152 |
| Office equipment | 2,383 | 564 | 1,819 |
| Scientific equipment | 55,891 | 12,491 | 43,400 |
| | \$ 92,526 | \$ 22,388 | \$ 70,138 |

Notes to Financial Statements(continued)**4. Property and equipment (continued):**

| 2002 | Cost | Accumulated amortization | Net book value |
|------------------------|-----------|--------------------------|----------------|
| Leasehold improvements | \$ 30,604 | \$ 1,530 | \$ 29,074 |
| Computer equipment | 3,260 | 245 | 3,015 |
| Office equipment | 2,349 | 117 | 2,232 |
| Scientific equipment | 43,731 | 2,187 | 41,544 |
| | \$ 79,944 | \$ 4,079 | \$ 75,865 |

5. Capital stock:**(a) Authorized:**

The company has authorized share capital of an unlimited number of common voting shares.

(b) Shares issued and outstanding are as follows:

| | Number of shares | Amount |
|---|------------------|--------------|
| Shares of Kane issued for cash in fiscal 2001 | 510 | \$ 550 |
| Shares of Kane issued for cash in fiscal 2001, net of costs of \$14,694 | 490 | 885,306 |
| Shares issued to Kane's shareholders on September 24, 2003 | 7,500,000 | 885,856 |
| Shares held by Vinson's shareholders | 3,610,937 | 727,474 |
| Balance at December 31, 2003 | 11,110,937 | \$ 1,613,330 |

(c) Options:

The company has a stock option plan which is administered by the Board of Directors of the company with stock options granted to directors, management, employees, management company employees and consultants as a form of compensation. The number of common shares reserved for issuance of stock options is limited to a maximum of 10% of the issued and outstanding shares of the company at any one time. The vesting period is determined by the Board of Directors at the time the options are granted.

Notes to Financial Statements (continued)

5. Capital stock (continued):

Options:

| | Shares | Weighted average exercise price |
|------------------------------------|---------|---------------------------------------|
| Balance, beginning of period | - | \$ - |
| Granted by Vinson ⁽¹⁾ | 655,521 | 0.30 |
| Granted November 2003 | 175,000 | 0.45 |
| Balance, end of year | 830,521 | \$ 0.33 |
| Options exercisable, end of period | 775,521 | 0.32 |

⁽¹⁾ Prior to the reverse take over transaction on September 24, 2003, Vinson issued 655,521 stock options to employees, directors, and agents.

Options outstanding at December 31, 2003 consist of the following:

| Range of exercise prices | Number outstanding | Weighted average remaining contractual life | Options outstanding weighted average exercise price | Number exercisable |
|--------------------------|--------------------|---|---|--------------------|
| \$ 0.30 - 0.45 | 830,521 | 3.22 years | \$ 0.33 | 775,521 |

At December 31, 2003 55,000 stock options remain unvested. These options will vest on November 21, 2004.

The compensation expense related to stock options granted under the stock option plan in November 2003 to employees, management company employees, consultants and directors aggregated \$21,858. The compensation expense was determined based on the fair value of the options at the date of measurement using the Black-Scholes option pricing model with the following weighted average assumptions:

| | |
|-------------------------|---------|
| Expected option life | 5 years |
| Risk-free interest rate | 2.73% |
| Dividend yield | - |
| Expected volatility | 80.58% |

Notes to Financial Statements (continued)

5. Capital stock (continued):

The cost of stock-based payments that are fully vested and non-forfeitable at the measurement date is measured and recognized at that date. For awards that vest at the end of the vesting period, compensation cost is recognized on a straight-line basis over the period of service.

There were no stock options granted to management of the company during fiscal 2003.

(d) Escrowed shares:

The company's issued share capital includes 8,083,350 shares which are currently held in escrow and will be released for trading in twelve instalments, releasable every six months in amounts ranging from 603,475 to 922,225 shares. The initial release of shares was September 30, 2003 and all shares will be released by September 30, 2009.

(e) Per share amounts:

The weighted average number of common shares outstanding for the thirteen months ended December 31, 2003 and year ended November 30, 2002 were 8,393,616 and 7,500,000, respectively. The dilution created by options has not been reflected in the per share amounts as the effect would be anti-dilutive.

6. Income taxes:

Significant components of the company's future tax assets and liabilities are as follows:

| | 2003 | 2002 |
|---|------------|-----------|
| Future tax assets: | | |
| Non-capital loss and scientific research and development expenditure carry forwards | \$ 275,000 | \$ 51,514 |
| Share issue costs | 97,000 | 2,130 |
| | 372,000 | 53,644 |
| Future tax liabilities: | | |
| Property and equipment | (16,000) | (1,144) |
| | 356,000 | 52,500 |
| Less valuation allowance | (356,000) | (52,500) |
| | \$ - | \$ - |

Notes to Financial Statements (continued)

6. Income taxes (continued):

The reconciliation of the Canadian statutory rate to the income tax provision is as follows:

| | 2003 | 2002 |
|---|--------------|-------------|
| Canadian federal and provincial income taxes at 40.1% (2002 - 18.1%) | \$ (162,622) | \$ (48,987) |
| Add permanent differences | 8,937 | (2,839) |
| | (153,685) | (51,826) |
| Less valuation allowance | 153,685 | 51,826 |
| | \$ - | \$ - |

At December 31, 2003, the company has the following available for application in future years:

- unutilized Canadian non-capital loss carried forward balances for income tax purposes of \$406,000 (2002 - \$284,000), with expiry by 2010.
- unutilized scientific research and development expenditures of \$322,000 (2002 - nil), with no expiry.
- scientific research and development investment tax credits of \$7,000 which can be applied against income taxes otherwise payable, with expiry by 2013.

7. Related party transactions:

During the year, the company paid Genesys Venture Inc., a shareholder, \$193,342 (2002 - \$154,620) for consulting fees and \$10,734 (2002 - \$5,380) under a sublease rental agreement. The company also paid a company controlled by an officer, \$3,250 for rental of equipment.

These transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

8. Commitments:

The company leases its premises under operating lease. Minimum annual rental payments to the end of the lease term are as follows:

| | | |
|------|----|-------|
| 2004 | \$ | 3,640 |
|------|----|-------|

Notes to Financial Statements (continued)

8. Commitments (continued):

The company has a commitment to pay \$160,000 per year for consulting services to Genesys Venture Inc. This contract will automatically be renewed for subsequent one year periods unless one of the parties terminates the agreement. The total amount due under this contract is reduced by any payments made under the sublease agreement with Genesys Venture Inc.

The company has a commitment to pay U.S. \$15,000 per year for consulting to a shareholder. The contract will automatically be renewed for a further one year period unless one of the parties provides written notice of termination 90 days prior to the end of the first term.

The company entered into an exclusive patent license agreement with the University of North Texas Health Science Centre (the "University"). The agreement allows the company to use certain of the University's patent and technology rights to develop and sell products related to the patent and technology rights ("licensed products"). As consideration, the company issued the University in fiscal 2001 40 common shares of the company for cash consideration of \$40, which represented at the time, 8% of the common shares of the company, a royalty equal to 3% of the net sales of licensed products, and 40% of any sub-license fees. There were no royalties or fees paid to the University in fiscal 2003 and fiscal 2002.

9. Financial instruments:

The fair values of cash, goods and services tax, accounts and interest receivable, and accounts payable and accrued liabilities approximate their carrying values due to their short term to maturity.

Board of Directors

Dr. Albert D. Friesen, Chairman

President and CEO, Medicure Inc.

Dr. George Zhanel

Professor, Medical Microbiology and Infectious Diseases, University of Manitoba

Mr. Kelvin Maloney

Manager, Private Equities, Crocus Investment Fund

Mr. David Filmon

Partner, Aikins, MacAulay & Thorvaldson, LLP

Mr. Peter de Visser, CA

Founding Partner, De Visser Gray Chartered Accountants

Dr. Geoffrey Grant

Director, Arlington Technology Incubator

Management

Mr. Marcus Enns, President

Dr. Tony Romeo, Chief Scientific Advisor

Dr. Sri Madhyastha, Research Manager

Mr. Ian Gent, CMA, Chief Financial Officer

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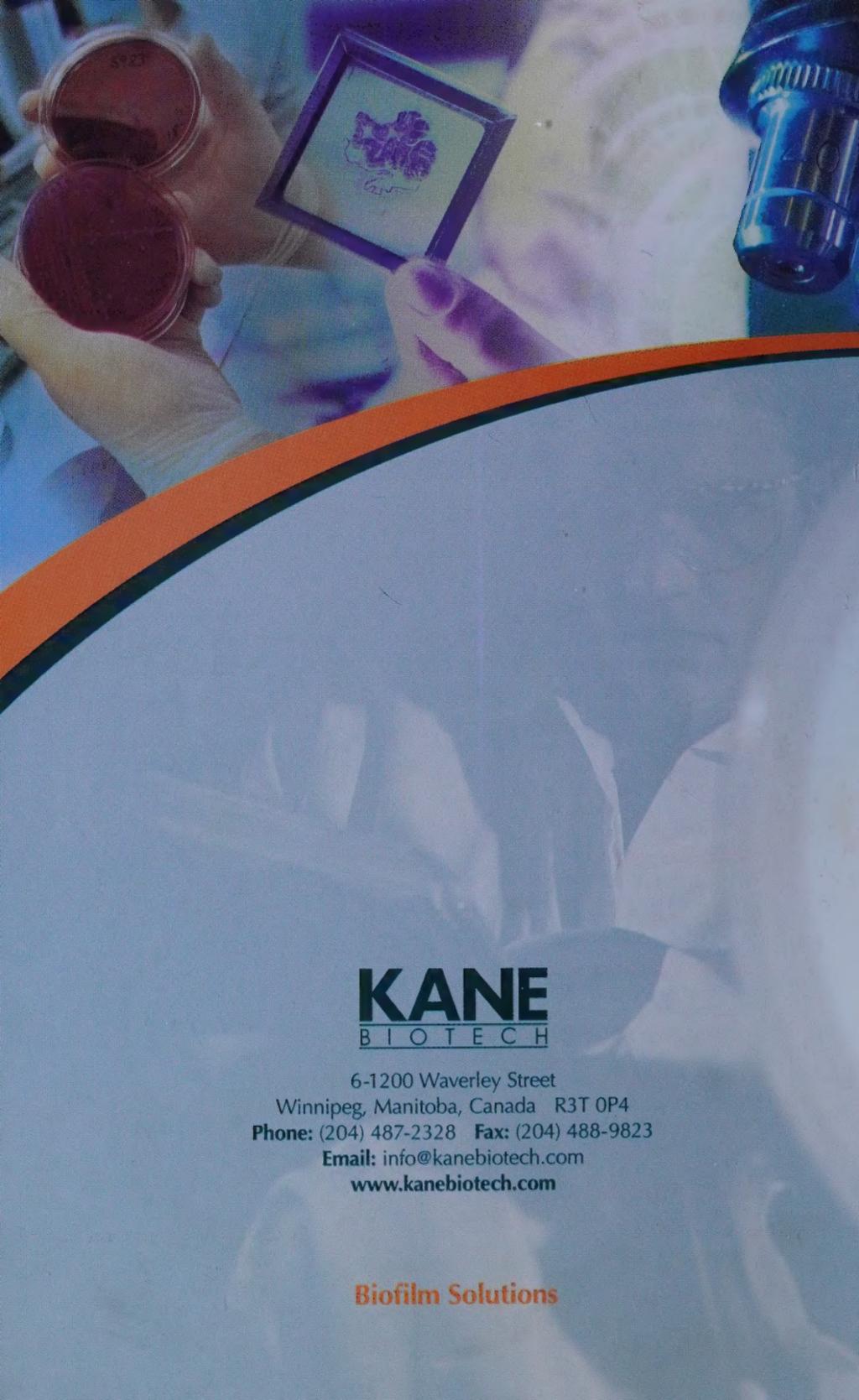
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TSX-V: KNE



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